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**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

June 14, 1995

TELECOPIER: (202) 371-0900

18956-F

Recordation No. 18956-F

Dear Mr. Williams:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Amendment No. 2 ("Amendment") made as of June 1, 1995.

The parties to the enclosed Amendment are:

The CIT Group/Equipment Financing, Inc.  
21st Floor — 1211 Avenue of the Americas  
New York, NY 10036

- LESSOR

Norfolk Southern Railway Company  
110 Franklin Road, S.E.  
Roanoke, VA 24042-0072

- LESSEE

LICENSING BRANCH

JUN 14 10 07 AM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

The said Amendment acts, among other things, to add one unit to that certain Memorandum of Lease of Railroad Equipment ("Lease") made as of May 9, 1994, filed and recorded with the Interstate Commerce Commission under Recordation No. 18956 and the Amendment should be recorded under the next available letter under Recordation No. 18956, which we believe is -F

The equipment covered by the enclosed Amendment is the one covered hopper car identified as ITC 1704.

A short summary of the Amendment to appear in the ICC Index is as follows:

"Adds one covered hopper car ITC 1704."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.

Attorney for The CIT Group/Equipment Financing,  
Inc. for the purpose of this filing.

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
Enclosures  
BY HAND

8360-020

Admitted to Practice - J. W. Maser



Interstate Commerce Commission  
Washington, D.C. 20423-0001

6/14/95

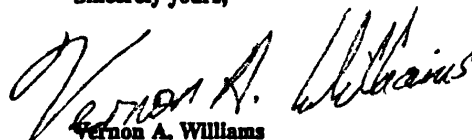
Office Of The Secretary

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/14/95 at 10:10AM , and assigned recordation number(s). 18956-F.

Sincerely yours,

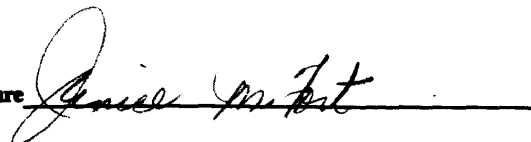
  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100653013)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18956 F

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (the "Amendment") to the Lease of Railroad Equipment dated as of May 9, 1994, as amended (the "Lease"), between THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY ("Lessee") is made as of June 1, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the three hundred nine (309) covered hopper railcars described in Annex A.1. to the Lease (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to add to the Lease the covered hopper railcar bearing the reporting mark and number ITC 1704 ("Additional Unit").
- C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on June 1, 1995.
- 3. Lessee hereby accepts the Additional Unit under the Lease, which is in good order, condition and repair and Lessee confirms that the Additional Unit is subject in all respects to the terms, provisions, requirements and standards of the Lease.
- 4. The Term of the Lease for the Additional Unit shall commence on June 1, 1995.
- 5. Annex A.1. to the Lease is hereby replaced by Annex A.2. attached hereto and all references in the Lease to Annex A or Annex A.1. shall be deemed to refer to Annex A.2.
- 6. The first recital of the Lease, as amended by Amendment No. 1 to the Lease dated as of April 19, 1995, is hereby replaced by the following:

"WHEREAS, Lessor hereby represents that it is the owner, free and clear of all liens and encumbrances, and has the right to lease the three hundred ten (310) covered hopper railcars described in Annex A.2. to the Lease (the 'Unit(s)')."
- 7. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

8. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 2 dated as of June 1, 1995, to the Lease of Railroad Equipment dated as of May 9, 1994, as amended, to be executed by its authorized representative, on the date indicated below its signature.

**LESSOR**

**THE CIT GROUP/EQUIPMENT  
FINANCING, INC.**

By: *Victoria M. Dyer*

Title: Vice President

Date: June 1, 1995

**LESSEE**

**NORFOLK SOUTHERN RAILWAY  
COMPANY**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

8. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 2 dated as of June 1, 1995, to the Lease of Railroad Equipment dated as of May 9, 1994, as amended, to be executed by its authorized representative, on the date indicated below its signature.

**LESSOR**

**THE CIT GROUP/EQUIPMENT  
FINANCING, INC.**

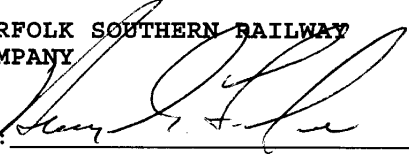
By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**LESSEE**

**NORFOLK SOUTHERN RAILWAY  
COMPANY**

By:  \_\_\_\_\_

Title: Manager Purchasing - Car

Date: 6/8/95

STATE OF NEW YORK )  
COUNTY OF New York ) §

On this 1st day of June, 1995, before me personally appeared Nictoria M. Manus, to me personally known, who, being by me duly sworn says that she is Vice President of **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/25/96

[Notarial Seal]

**ALAN H. STEIN**  
Notary Public, State of New York  
No. 60-4934726  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires July 25, 1996

STATE OF VIRGINIA )  
COUNTY OF ROANOKE ) §

On this \_\_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn says that he is \_\_\_\_\_ of **NORFOLK SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

STATE OF NEW YORK                    )  
  ) §  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn says that he is \_\_\_\_\_ of **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

STATE OF VIRGINIA                    )  
  ) §  
CITY  
~~COUNTY~~ OF ROANOKE                    )

On this 8th day of June, 1995, before me personally appeared HARRY G. FRIDGE, to me personally known, who, being by me duly sworn says that he is MANAGER PURCHASING - CAR of **NORFOLK SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 12/31/95

[Notarial Seal]

**ANNEX A.2.**

**To the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between The CIT Group/Equipment Financing, Inc. and Norfolk Southern Railway Company**

**GROUP A UNITS**

**Equipment Description:**

One hundred thirteen (113), 4,580 - 4,750 cubic foot, 100 ton, trough hatch covered hopper railcars.

**Unit Numbers:**

1. TNM 1041	30. TNM 1099	59. TNM 1146	88. TNM 1186
2. TNM 1061	31. TNM 1103	60. TNM 1149	89. TNM 1187
3. TNM 1062	32. TNM 1104	61. TNM 1151	90. TNM 1188
4. TNM 1064	33. TNM 1106	62. TNM 1152	91. TNM 1189
5. TNM 1065	34. TNM 1107	63. TNM 1153	92. TNM 1190
6. TNM 1066	35. TNM 1108	64. TNM 1154	93. TNM 1191
7. TNM 1067	36. TNM 1110	65. TNM 1156	94. TNM 1194
8. TNM 1069	37. TNM 1113	66. TNM 1157	95. TNM 1195
9. TNM 1070	38. TNM 1114	67. TNM 1158	96. TNM 1196
10. TNM 1071	39. TNM 1115	68. TNM 1159	97. TNM 1197
11. TNM 1072	40. TNM 1116	69. TNM 1162	98. TNM 1198
12. TNM 1073	41. TNM 1117	70. TNM 1163	99. TNM 1199
13. TNM 1074	42. TNM 1118	71. TNM 1164	100. TNM 1200
14. TNM 1075	43. TNM 1120	72. TNM 1166	101. TNM 1201
15. TNM 1076	44. TNM 1122	73. TNM 1168	102. TNM 1202
16. TNM 1081	45. TNM 1123	74. TNM 1169	103. TNM 1203
17. TNM 1082	46. TNM 1124	75. TNM 1170	104. TNM 1204
18. TNM 1083	47. TNM 1126	76. TNM 1172	105. TNM 1205
19. TNM 1085	48. TNM 1127	77. TNM 1174	106. TNM 1206
20. TNM 1087	49. TNM 1132	78. TNM 1175	107. TNM 1208
21. TNM 1088	50. TNM 1133	79. TNM 1176	108. TNM 1209
22. TNM 1089	51. TNM 1134	80. TNM 1178	109. TNM 1210
23. TNM 1090	52. TNM 1135	81. TNM 1179	110. TNM 1288
24. TNM 1091	53. TNM 1136	82. TNM 1180	111. TNM 1289
25. TNM 1093	54. TNM 1137	83. TNM 1181	112. TNM 1305
26. TNM 1095	55. TNM 1138	84. TNM 1182	113. TNM 1316
27. TNM 1096	56. TNM 1140	85. TNM 1183	
28. TNM 1097	57. TNM 1142	86. TNM 1184	
29. TNM 1098	58. TNM 1143	87. TNM 1185	



ANNEX A.2. - Continued

To the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between The CIT Group/Equipment Financing, Inc. and Norfolk Southern Railway Company

GROUP B UNITS

Equipment Description:

One hundred twelve (112), 4,750 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

1. ITC 1704	29. TNM 1131	57. TNM 1242	85. TNM 1278
2. TNM 1004	30. TNM 1150	58. TNM 1243	86. TNM 1283
3. TNM 1007	31. TNM 1177	59. TNM 1244	87. TNM 1287
4. TNM 1008	32. TNM 1207	60. TNM 1247	88. TNM 1293
5. TNM 1015	33. TNM 1212	61. TNM 1248	89. TNM 1294
6. TNM 1016	34. TNM 1215	62. TNM 1249	90. TNM 1296
7. TNM 1017	35. TNM 1217	63. TNM 1250	91. TNM 1298
8. TNM 1021	36. TNM 1218	64. TNM 1254	92. TNM 1299
9. TNM 1022	37. TNM 1219	65. TNM 1255	93. TNM 1301
10. TNM 1023	38. TNM 1220	66. TNM 1256	94. TNM 1302
11. TNM 1024	39. TNM 1221	67. TNM 1257	95. TNM 1303
12. TNM 1029	40. TNM 1222	68. TNM 1258	96. TNM 1308
13. TNM 1032	41. TNM 1223	69. TNM 1259	97. TNM 1312
14. TNM 1033	42. TNM 1224	70. TNM 1260	99. TNM 1314
15. TNM 1034	43. TNM 1225	71. TNM 1261	99. TNM 1317
16. TNM 1036	44. TNM 1227	72. TNM 1262	100. TNM 1325
17. TNM 1039	45. TNM 1228	73. TNM 1263	101. TNM 1327
18. TNM 1044	46. TNM 1229	74. TNM 1264	102. TNM 1328
19. TNM 1049	47. TNM 1230	75. TNM 1265	103. TNM 1329
20. TNM 1050	48. TNM 1231	76. TNM 1266	104. TNM 1330
21. TNM 1051	49. TNM 1232	77. TNM 1267	105. TNM 1331
22. TNM 1054	50. TNM 1233	78. TNM 1268	106. TNM 1332
23. TNM 1058	51. TNM 1235	79. TNM 1269	107. TNM 1333
24. TNM 1059	52. TNM 1236	80. TNM 1270	108. TNM 1334
25. TNM 1060	53. TNM 1237	81. TNM 1271	109. TNM 1335
26. TNM 1078	54. TNM 1238	82. TNM 1272	110. TNM 1337
27. TNM 1105	55. TNM 1240	83. TNM 1274	111. TNM 1341
28. TNM 1130	56. TNM 1241	84. TNM 1276	112. TNM 1343

**ANNEX A.2. - Continued**

To the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between The CIT Group/Equipment Financing, Inc. and Norfolk Southern Railway Company

**GROUP B UNITS - Continued**

**Equipment Description:**

Thirty-seven (37), 4,740 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

**Unit Numbers:**

1. TNM 1002	11. TNM 1077	21. TNM 1279	31. TNM 1324
2. TNM 1003	12. TNM 1086	22. TNM 1291	32. TNM 1326
3. TNM 1013	13. TNM 1128	23. TNM 1295	33. TNM 1340
4. TNM 1014	14. TNM 1147	24. TNM 1304	34. TNM 1342
5. TNM 1038	15. TNM 1173	25. TNM 1307	35. TNM 1344
6. TNM 1040	16. TNM 1193	26. TNM 1309	36. TNM 1345
7. TNM 1042	17. TNM 1214	27. TNM 1311	37. TNM 1349
8. TNM 1055	18. TNM 1252	28. TNM 1313	
9. TNM 1057	19. TNM 1273	29. TNM 1320	
10. TNM 1068	20. TNM 1277	30. TNM 1322	

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**Equipment Description:**

Forty-eight (48), 4,600 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

**Unit Numbers:**

1. TNM 1006	13. TNM 1112	25. TNM 1253	37. TNM 1310
2. TNM 1018	14. TNM 1129	26. TNM 1275	38. TNM 1315
3. TNM 1019	15. TNM 1145	27. TNM 1280	39. TNM 1318
4. TNM 1028	16. TNM 1192	28. TNM 1281	40. TNM 1319
5. TNM 1037	17. TNM 1213	29. TNM 1282	41. TNM 1321
6. TNM 1043	18. TNM 1216	30. TNM 1284	42. TNM 1323
7. TNM 1047	19. TNM 1226	31. TNM 1285	43. TNM 1336
8. TNM 1048	20. TNM 1234	32. TNM 1286	44. TNM 1338
9. TNM 1052	21. TNM 1239	33. TNM 1290	45. TNM 1339
10. TNM 1053	22. TNM 1245	34. TNM 1292	46. TNM 1346
11. TNM 1079	23. TNM 1246	35. TNM 1300	47. TNM 1347
12. TNM 1094	24. TNM 1251	36. TNM 1306	48. TNM 1348